

A0000000/016

Florida Department of State
Division of Corporations
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(((H00000033636 2)))

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

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FLORIDA LIMITED PARTNERSHIP

1607 Ponce, Ltd.

Certificate of Status	1
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Page Count	03
Estimated Charge	\$1,846.25

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**** STATEMENT OF QUALIFICATION FOR FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP TO FOLLOW****

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Fax Audit No. H00-33636

CERTIFICATE OF LIMITED PARTNERSHIP
OF
1607 PONCE, LTD.

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is 1607 Ponce, Ltd., a Florida Limited Partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

1607 Ponce de Leon Blvd.
Coral Gables, FL 33134.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Shalom Reiser
1607 Ponce de Leon Blvd.
Coral Gables, FL 33134.

4. The name and business address of the sole general partner of the Limited Partnership are:

Shalom Reiser
1607 Ponce de Leon Blvd.
Coral Gables, FL 33134.

5. The mailing address for the Limited Partnership is:

1607 Ponce de Leon Blvd.
Coral Gables, FL 33134.

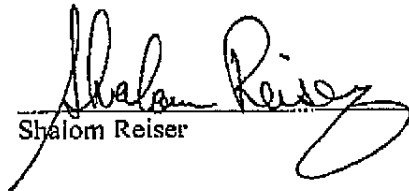
6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2050.

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The execution of this Certificate of Limited Partnership by the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

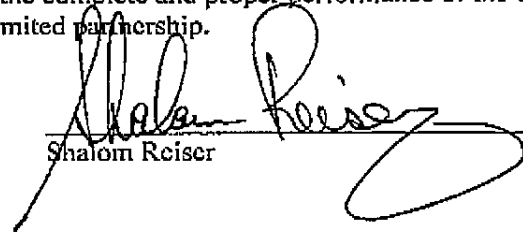
IN WITNESS WHEREOF, the undersigned general partner has executed this Certificate of Limited Partnership as of the 23rd day of June, 2000.


Shalom Reiser

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for 1607 Ponce, Ltd., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that he will accept service of process for and on behalf of the Limited Partnership and that he will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: June 23rd, 2000.


Shalom Reiser

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Shalom Reiser who is the sole general partner of 1607 Ponce, Ltd., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows:

1. Affiant is the sole general partner of the Limited Partnership.

2. As of the date hereof, the partners of the Limited Partnership have contributed to the Limited Partnership an aggregate of \$1,000.00 of the total amount of \$750,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.

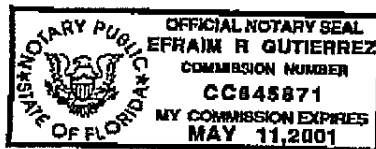
Shalom Reiser

Shalom Reiser

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 23rd day of June, 2000, by Shalom Reiser; said individual has produced a _____ as identification or is personally known to me.

My Commission Expires:

[NOTARIAL SEAL]



Efraim R. Gutierrez

Print Name: Efraim R. Gutierrez
NOTARY PUBLIC, State of Florida
Serial No., if any: _____

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